

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
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LEHMAN BROTHERS HOLDINGS INC., et al., : Case No. 08-13555 (JMP)  
:  
Debtors. : (Jointly Administered)  
:  
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**THIRD INTERIM APPLICATION OF FTI CONSULTING, INC. FOR  
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF  
EXPENSES FOR SERVICES RENDERED IN THE CASE FOR THE PERIOD  
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Name of Applicant: FTI Consulting, Inc.

Authorized to Provide  
Professional Services to: THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF LEHMAN  
BROTHERS HOLDINGS, INC., et al.

Date of Retention: September 17, 2008

Period for which compensation  
and reimbursement is sought: June 1, 2009 to September 30, 2009

Amount requested in this fee app  
Compensation requested: \$7,684,069.40  
Expense reimbursement requested: \$211,418.60

Amount previously requested  
Compensation requested: \$11,951,727.20  
Expense reimbursement requested: \$380,397.49

This is an (a): X Interim \_\_\_\_ Final Application

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
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LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
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Chapter 11
Case No. 08-13555 (JMP)
(Jointly Administered)

**THIRD INTERIM APPLICATION OF FTI CONSULTING, INC. FOR  
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF  
EXPENSES FOR SERVICES RENDERED IN THE CASE FOR THE PERIOD  
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

FTI Consulting, Inc. (“FTI” or “Applicant”), as financial advisors to the Official Committee of Unsecured Creditors (the “Committee”) of Lehman Brothers Holdings Inc. (“LBHI”), the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors” or the “Company”) and, together with their non-debtor affiliates, (“Lehman”), hereby submits its third application pursuant to 11 U.S.C. §§330 and 331 for an interim allowance of compensation for services rendered and for reimbursement of expenses incurred in these cases.

**INTRODUCTION**

1. By this application, FTI seeks a third interim allowance of compensation for professional services rendered as financial advisors to the Committee for the period June 1, 2009 through and including September 30, 2009 (the “Third Interim Period”) in the amount of

\$7,684,069.40, representing 18,931.2 hours in professional services, and actual and necessary expenses of \$211,418.60. In support of this application, the Applicant represents as follows:

2. This application is submitted pursuant to the terms of the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members dated November 5, 2008 (the “Administrative Fee Order”). FTI is seeking the interim award and the full payment, without any holdback of fees, of \$7,684,069.40 in fees and \$211,418.60 for reimbursement of its expenses relating to services rendered on behalf of the Committee during the Third Interim Period. Included in the \$7,684,069.40 fee amount is \$1,536,813.88<sup>(1)</sup> that represents the 20% professional fee holdback as required in the Administrative Fee Order for the period of June 1, 2009 through September 30, 2009.

### **BACKGROUND**

3. On September 15, 2008 and periodically thereafter (as applicable, the “Commencement Date”), LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors have continued in the management and operation of their businesses and properties as debtors-in-possession pursuant to 1107(a) and 1108 of the Bankruptcy Code.

4. On September 17, 2008, the United States Trustee for the Southern District of New York appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code.

<sup>1</sup> There has been a correction to an incorrect GBP billing rate in the September 2009 fee statement resulting in a credit of \$1,039.09 (see Exhibit D).

5. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA (the “SIPC Trustee”) is administering LBI’s estate.

6. By an Order dated November 21, 2008, the United States Bankruptcy Court for the Southern District of New York authorized and approved the Committee’s retention of FTI *nunc pro tunc* to September 17, 2008. FTI also filed its First Supplemental Affidavit of Michael Eisenband in Support of Application for an Order for Retention of FTI Consulting, Inc. as Financial Advisors for the Official Committee of Unsecured Creditors on January 23, 2009, a Second Supplemental Affidavit on April 6, 2009, and a Third Supplemental Affidavit on June 19, 2009.

7. On August 13, 2009, the Court entered an Order (Docket No. 4795) approving FTI’s First Interim Application for Allowance of Compensation and for Reimbursement of Expenses for Services Rendered from September 17, 2008 through January 31, 2009, subject to a 10% holdback as recommended by a fee committee (the “Fee Committee”) pending the resolution of the issues identified in FTI’s Individual Summary Sheet, awarding FTI an interim allowance of \$4,735,544.05 for professional services rendered and \$148,515.81 as reimbursement for actual and necessary expenses FTI incurred during that period. On September 10, 2009, the Court entered an Order (Docket No. 5104) approving the Fee Committees Final Recommended Deductions of \$43,330.78 be applied to the outstanding 10% holdback from the First Interim Fee Application. An additional \$482,840.78 in fees incurred by FTI during the First period was awarded.

8. On September 10, 2009, the Court entered an Order (Docket No. 5104) approving FTI's Second Application for Allowance of Compensation and for Reimbursement of Expenses for Services Rendered from February 1, 2009 through May 31, 2009, subject to a 10% holdback as recommended by the Fee Committee pending the resolution of the issues identified in FTI's Individual Summary Sheet, awarding FTI an interim allowance of \$6,021,010.43 for professional services rendered and \$231,881.68 as reimbursement for actual and necessary expenses FTI incurred during that period. An additional \$669,001.16 in fees incurred by FTI during that period has been held-back and remains subject to approval by the Court.

#### **SUMMARY OF SERVICES RENDERED**

9. The Debtors' chapter 11 cases have presented numerous complex issues that had to be addressed in order to preserve and maximize value for unsecured creditors. The Retention Order authorizes FTI to render essential financial advisory services to the Official Committee of Unsecured Creditors, which included, but were not limited to the following services during the Third Interim Period:

##### **PCD 3 Assessment and Monetization of Remaining Assets**

During this fee period, FTI met on a regular basis with the Debtors to discuss the management of certain exposures in the loan portfolio and develop a strategy to maximize value. FTI spent time reviewing the weekly loan book flash report prepared by the Debtors, participated in the weekly loan book call with the Debtors, reviewed issues surrounding the pledging of loan book trades to third parties, and reviewed related cash flows. FTI also presented its findings and participated in calls with the Loan Book Sub-Committee.

#### **PCD 4 Review, Assessment and Valuation of Real Estate**

The Lehman real estate portfolio includes positions in hundreds of properties and development projects, which span the world with assets in the Americas, Asia, and Europe. The portfolio, which has invested capital in the tens of billions, has many significant and complex projects, some of which have more than a billion invested in them individually. The investment positions that the Debtors maintain in these projects are extremely varied and include all levels of the projects' capital structure. FTI met on a regular basis with the Debtors' financial advisor, Alvarez & Marsal ("A&M"), and legacy Lehman real estate employees retained by Lehman to gain both an in-depth understanding of the portfolio and to deal with current pressing real estate issues. Many of these issues pertained to various motions filed in the case that required positions to be taken by the Committee with others pertaining to certain funding requirements. FTI undertook detailed reviews of the significant properties in the portfolio to assess the reasonableness and accuracy of the Debtors' analysis, which included the funding requirements for the projects. FTI and its real estate specialists met with various Lehman Asset Managers to review their assumptions in regard to all aspects of the properties including projected cash flows, future funding requirements, and potential recoveries. FTI has presented its findings on a regular basis to both the Committee's Real Estate Sub-Committee and the full Committee, where appropriate.

#### **PCD 9 Intercompany Analysis**

FTI spent time analyzing intercompany trading operations, including derivatives, foreign exchange trades, financing and structured notes. FTI also actively analyzed the intercompany non-trading operations, including the roll forward of intercompany general ledger balances

through the respective debtor filing dates. FTI has engaged in discussions with Lehman finance personnel regarding manual interest calculations, foreign exchange impacts, post petition filing transactions and other outliers impacting intercompany balances. FTI has observed preliminary settlement discussions with debtor counterparties, as well as participated in meetings concerning non-operating/trading intercompany activities

#### **PCD 10 Analyze Worldwide Corporate Structure and Debt Structure**

FTI spent time analyzing Lehman's complex corporate structure on a consolidated and entity-by-entity basis. FTI worked with Committee professionals to update the joint advisors report to the Committee, which was presented on September 29, 2009. This included time spent analyzing intercompany balances and claims analysis. Time was also spent meeting with the Debtors to discuss the December 31, 2008 Debtors' balance sheets, which included the review of the changes in asset and liability balances between September 15, 2008 and December 31, 2008, and preparing a summary presentation to the Committee. FTI also spent time preparing a presentation summarizing the amended Schedules of Assets and Liabilities ("SoAL's") filed, which included an analysis of the changes between the original and amended SoAL filings. Time was also spent developing a cost allocation strategy to allocate overhead costs to the various subsidiaries.

#### **PCD 11 Analyze Foreign Administration and Insolvency Proceedings**

FTI monitored the performance of the UK administrations, which included the review of the various administrator reports to creditors and preparation of an update report to the Committee covering the current state of the LBIE administration and preliminary sources of realization in the LBIE estate and other UK Administrations. During this period, FTI also monitored the claims made by LBIE and other non-debtor entities against cash that was received into the bank

accounts of LBHI. All claim documents were reviewed back to source documents. Time was also spent meeting with Committee counsel on various matters including the resolution of the Excalibur transaction, the review of various intercompany claim positions, the proposed scheme of arrangement for Trust assets in the LBIE administration and the participation in calls with the debtor and its advisors.

#### **PCD 12 Analysis/Monitoring of Cash Flow and Liquidity**

FTI reviewed the Company's cash and short-term investment position and cash flow projections to provide comments and guidance to management prior to finalization of weekly reports. This included developing an understanding of what cash was available at both the Debtor and Non Debtor entities and what cash was segregated and unavailable for use by the Company. FTI attended regular meetings with A&M to discuss the actual weekly cash flow results and prepared reports to the Committee with details of the Debtors' current cash and short-term investment position. FTI also reviewed and analyzed the three- month cash flow forecast (July-September) and prepared a summary for the Committee, which included an analysis of the actual versus forecasted results. These services aided the Committee in obtaining a complete understanding of the Company's complex cash flows, financial performance, key business drivers, and areas that needed to be evaluated further (e.g., potential capital calls, hedging opportunities, etc.) in order to ensure that sufficient liquidity was maintained.

#### **PCD 13 Analyze Employee Compensation**

FTI provided support to the Debtors by assisting in the development and review of the employee retention and recruiting plan. Specifically, FTI reviewed updated versions of the employee retention and recruiting plan to analyze employee headcount and related compensation (base,



bonus, and severance pay). FTI issued two reports to update the Committee on the current state of the retention and recruiting plan, which included the status and cost of employees who have been given extensions to their original offers. Time spent in this category also included review and analysis of the Real Estate and Derivative asset groups extension proposals.

#### **PCD 16 Review and Development of Plan of Reorganization/Disclosure Statement**

FTI was actively involved in the assessment of Plan of Reorganization (“POR”) issues, which included substantive consolidation, the LAMCO concept, and guarantee exposure. FTI spent time analyzing the factors impacting the work plan for the substantive consolidation/recovery model.

#### **PCD 19 Operational Wind-down Other**

FTI participated in various work-streams to transition dependency on the Barclays Transition Services Agreement (“TSA”) to an outsourced provider, LBHI personnel, or wind-down the services altogether. FTI continued assisting the Company in the migration of the non-IT portion of the TSA services. FTI completed the transition of TSA items provided by Barclays to a former Lehman hedge fund and assisted the Company with executing its legal separation from the estate. Finally, FTI continued to play a significant role in enforcing the services LBHI requires under the TSA with Barclays, which entails both controlling the current services delivered, resolution of conflicts, and diligence on the monthly invoice details. FTI also began working on the plan for LAMCO.

#### **PCD 20 IT Systems and Data Preservation**

FTI continued to assist A&M with identifying, acquiring, and analyzing data held within the LBHI systems. Tasks included, but not were not limited to, application and database

preservation for IBM based and Sybase systems; reviewing and cataloging contents of LBHI legacy databases; acquiring and analyzing all data owned and accessed by custodians; the aggregation, normalization, and analysis of data associated with collateral investigations. Additional ad-hoc requests included, but were not limited to, assisting with unstructured data review, vendor selection, development of an application to automate and QC the migration process, the normalization of email extract data, cataloging relevant hard documents and acquiring/documenting the associated database, data parsing and normalization, and other requests from A&M and LBHI in support of data preservation. Progress made included building more than a dozen parsing and search tools, managing and analyzing over 400,000 backup tapes (including reconciling this data to 20 million text files). Time in this code also included the continued migration of more than 5 terabytes of data which encompasses over 400 applications and 200 databases.

**PCD 22 Assess Proposed Resolution of Derivatives**

FTI attended and participated in daily settlement adjudication meetings with the A&M and Lehman Derivative teams to discuss proposed derivatives settlements, and meetings with Derivatives Co-Heads to discuss issues regarding the derivatives portfolio, plus meetings with Natixis and Lehman SPV team to discuss the SPV recovery strategies to approve proposed derivative settlements. FTI worked with the applicable transactors and traders before and after the settlement adjudication meetings to discuss relevant settlement issues, provide strategic guidance in negotiations with counterparties and independently assessed the value of the swaps and appropriate settlement amounts for certain transactions. A total of 907 settlements with derivatives counterparties were approved by FTI during this fee period. This included 570

settlements that were receivables to the applicable Lehman entity with a total net settlement value of approximately \$1.03 billion and 337 settlements with counterparties where claims with an aggregate nominal amount of approximately \$503 million were crystallized for the counterparties. FTI worked with Committee counsel to provide relevant data and information to the Derivatives sub-committee as appropriate.

#### **PCD 25 Analysis of Bankruptcy Filings and Court Documents**

FTI assisted Committee counsel with the review and analysis of facts related to various motions that have been filed. In performing these analyses, FTI met with the appropriate Debtor personnel, discussed the costs and benefits of the relief being sought, and reviewed the underlying data and supporting facts. FTI's involvement with reviewing these motions provided assurance to the Committee as to the propriety of the relief being sought. Time was also spent reviewing the amended SoAL schedules.

#### **PCD 32 Preparation and Participation in Conference Calls/Meetings With Creditors Committee**

FTI's role included coordinating and fulfilling numerous requests from the Committee for financial and operational data pertaining to the Debtors. FTI worked with Committee counsel in the preparation and presentation of extensive materials for weekly calls with both the full Committee and with the Committee co-chairs regarding updates on derivative positions, real estate positions, cash positions, TSA status, capital calls, monthly operating reports, intercompany balances, substantive consolidation, LAMCO and other key issues. FTI also attended two in person meetings with the Debtor and the Committee on July 1, 2009 and September 30, 2009.

**PCD 36 Preparation of Fee Expense Application**

FTI expended necessary resources to ensure the timely filing of monthly fee statements in accordance with the Administrative Order Pursuant to 11 U.S.C. Sections 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals dated November 5, 2008. Time in this category includes preparing the Monthly Fee Statements for the fee periods of June 2009 through September 2009, as well as the time spent preparing the Second Interim Application of FTI Consulting, Inc. for Allowance of Compensation and for Reimbursement of Expenses.

**ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

10. All of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee, and not on behalf of any other entity. FTI respectfully submits that the professional services rendered were necessary, appropriate and have contributed to the effective administration of the Debtors' chapter 11 cases and maximization of value. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically.

11. During the Third Interim Period, FTI professionals expended an aggregate of 18,931.2 hours in rendering services on behalf of the Committee for a total fee of \$7,684,069.40. FTI submits that its fee is reasonable for the work performed in these cases and the results obtained.

12. FTI incurred out-of-pocket expenses of \$211,418.60 in connection with the rendition of the professional services described above during this Third Interim Period. The actual expenses incurred in providing professional services were necessary, reasonable, and

justified under the circumstances to serve the needs of the Committee in these Chapter 11 cases. All air travel to and from the Debtors' location was necessary and billed at actual coach airfare. Additionally, FTI voluntarily reduced all travel time by 50% during the Third Interim Period.

### **APPLICATION**

13. This Application is made by FTI in accordance with the Guidelines adopted by the Executive Office for the United States Trustees and the Administrative Order. Pursuant to this application, FTI has attached the following exhibits:

A. Exhibit A -- -- Certification Under Guidelines for Fees and Disbursements for Professionals in Respect of Third Application of FTI Consulting, Inc;

B. Exhibit B -- Retention Order dated November 21, 2008 authorizing the employment and retention of FTI Consulting, Inc. effective as of September 17, 2008 to provide professional services as Financial Advisors to the Official Committee of Unsecured Creditors;

C. Exhibit C -- Summary of billings and collections for the First, Second, and Third Interim Periods;

D. Exhibit D -- Summary of time and fees by professional;

E. Exhibit E -- Summary of time by task code;

F. Exhibit F -- Summary of out of pocket expenses by category incurred during the Third Interim Period;

G. Exhibit G<sup>1</sup> -- Detail of time by task codes, including detailed time entry by professional with description of task performed;

<sup>1</sup> Due to the volume of the time records and the detailed expense descriptions at issue, these materials are not being filed with the Court, but copies thereof have been delivered to (i) the Court; (ii) the United States Trustee; (iii) counsel for the Debtors; (iv) the Debtors; (v) counsel for the Committee; and (vi) the Fee Committee.

H. Exhibit H<sup>1</sup> – Detail of expenses by category and professional incurred during the Third Interim Period.

**CONCLUSION**

14. No agreement or understanding exists between FTI and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

15. No prior application has been made to this or any other Court for the relief requested herein for the Third Interim Period.

**WHEREFORE**, FTI respectfully requests that this Court enter an order:

- a. approving the allowance of \$7,684,069.40 for compensation for services rendered during the Third Interim Period, and reimbursement of \$211,418.60 for out of pocket expenses,
- b. directing the payment of such fees by the Debtors, and
- c. granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York  
December 14, 2009

FTI Consulting, Inc.  
Financial Advisors to the Official Committee of  
Unsecured Creditors

By: Conor Tully



Conor Tully  
Senior Managing Director  
Three Times Square  
New York, NY 10036  
(212) 841-9335

<sup>1</sup> Due to the volume of the time records and the detailed expense descriptions at issue, these materials are not being filed with the Court, but copies thereof have been delivered to (i) the Court; (ii) the United States Trustee; (iii) counsel for the Debtors; (iv) the Debtors; (v) counsel for the Committee; and (vi) the Fee Committee.

# **EXHIBIT**

## **“A” Certification**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <u>et al.</u> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS  
FOR PROFESSIONALS IN RESPECT OF THIRD APPLICATION OF FTI  
CONSULTING, INC., FINANCIAL ADVISOR TO  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR INTERIM  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
FOR REIMBURSEMENT OF EXPENSES DURING PERIOD FROM  
JUNE 1, 2009 THROUGH AND INCLUDING SEPTEMBER 30, 2009**

Pursuant to the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 24, 1991 and amended April 21, 1995 (together, the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "U.S. Trustee Guidelines" and, together with the Local Guidelines, the "Guidelines"), the undersigned, a senior managing director of FTI Consulting, Inc. ("FTI"), financial advisors to the Official Committee of Unsecured Creditors (the "Committee") of Lehman Brothers Holdings Inc. and its affiliated debtors in possession in the above-captioned cases (collectively, the "Debtors"), hereby certifies with respect to FTI's third application for allowance of compensation for services rendered and for reimbursement of expenses, dated December 15, 2009 (the "Application"), for the period of June 1, 2009 through and including September 30, 2009 (the "Third Interim Period") as follows:



1. I am the professional designated by FTI in respect of compliance with the Guidelines.

2. I make this certification in support of the Application, for interim compensation and reimbursement of expenses for the Third Interim Period, in accordance with the Local Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application.
- b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines.
- c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by FTI and generally accepted by FTI's clients.
- d. In providing a reimbursable service, FTI does not make a profit on that service, whether the service is performed by FTI in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines, I certify that FTI has provided statements of FTI's fees and disbursements previously accrued, by filing and serving monthly statements in accordance with the Administrative Fee Order (as defined in the Application).

5. In respect of section B.3 of the Local Guidelines, I certify that copies of the Application are being provided to (a) the Court, (b) the Debtors, (c) counsel for the Debtors, (d) counsel for the Committee (e) the Office of the United States Trustee and the (f) the Fee Committee.

Dated: New York, New York  
December 14, 2009

FTI Consulting, Inc.  
Financial Advisors to the Official Committee  
Of Unsecured Creditors

By: Conor Tully



Conor Tully  
Senior Managing Director  
Three Times Square  
New York, NY 10036  
(212) 841-9335

# **EXHIBIT**

**“B”**

**Retention Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re: : Chapter 11  
: :  
LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)  
: :  
Debtors. : (Jointly Administered)  
-----X

**INTERIM ORDER UNDER 11 U.S.C. §§ 328(a) AND 1103 AND  
FED. R. BANKR. P. 2014 AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
FTI CONSULTING INC., AS FINANCIAL ADVISOR TO OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS, EFFECTIVE AS OF SEPTEMBER 17, 2008**

Upon the application dated October 21, 2008 (the "Application") of the Official Committee of Unsecured Creditors (the "Creditors' Committee"), appointed in the above-captioned chapter 11 cases of Lehman Brothers Holdings Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors" and, together with their non-Debtor affiliates, "Lehman"), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), for authorization to employ and retain FTI Consulting Inc. ("FTI") as financial advisor for the Creditors' Committee, effective as of September 17, 2008, all as more fully described in the Application; and upon consideration of the Affidavit of Michael Eisenband, Senior Managing Director of FTI, sworn to October 21, 2008 (the "Eisenband Affidavit"); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being

proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the time for objections to the Application having expired on October 31, 2008, except for the United States Trustee and the Debtors, whose respective time to object has been extended on consent, with no objections having been timely filed; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein and that FTI represents no interest adverse to the Debtors' estates or to any class of creditors or equity security holders in the matters upon which FTI is to be engaged and FTI is disinterested within the meaning of 11 U.S.C. § 101(14); and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is approved, on an interim basis, effective as of September 17, 2008, the date on which the Creditors' Committee selected FTI to provide certain financial advisory services to the Creditors' Committee; and it is further

ORDERED that pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, the Creditors' Committee's retention of FTI as its financial advisor in accordance with the Engagement as set forth in the Eisenband Affidavit is approved to the extent set forth herein on an interim basis; and it is further

ORDERED that, except as provided herein, FTI shall apply for compensation and reimbursement in accordance with the procedures set forth in sections 328, 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Rules, the guidelines established by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court; and it is further

ORDERED, that all requests of FTI for payment of indemnity pursuant to the Engagement shall be made by means of an application (interim or final as the case may be) and shall be subject to review by the Court to ensure that payment of such indemnity conforms to the terms of the Engagement and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought, provided, however, that in no event shall FTI be indemnified in the case of its own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct; and it is further

ORDERED, that in no event shall FTI be indemnified if the Debtor or a representative of the estate, asserts a claim for, and a court determines by final order that such claim arose out of, FTI's own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct; and it is further

ORDERED that in the event FTI seeks reimbursement for attorneys' fees pursuant to the terms of the Engagement, the invoices and supporting time records from such attorneys shall be included in FTI's own application and such invoices and time records shall be subject to the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of the Bankruptcy Court under the standards of sections 330 and 331 of the Bankruptcy Code; and it is further

ORDERED that notice of the Application as provided herein and therein shall be deemed good and sufficient notice of the Application; and it is further

ORDERED that the final hearing to consider entry of an order granting the relief requested in the Application on a permanent basis shall be held on November 18, 2008 at 10:00 a.m. (prevailing Eastern Time), with no requirement of further notice; and it is further

ORDERED that any objections to entry of an order granting the relief requested in the Application on a permanent basis by the Debtors or the United States Trustee shall be in writing, filed with the Court in accordance with General Order M-242 and and served upon (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq., attorneys for the Creditors' Committee; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis; (iv) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Richard P. Krasnow, Esq., Lori R. Fife, Esq., Shai Y. Waisman, Esq., and Jacqueline Marcus, Esq., attorneys for the Debtors; and (v) Cleary Gottlieb LLP, One Liberty Plaza, New York, NY 10006, Attn: Lindsee P. Granfield, Esq., and Lisa Schweitzer, Esq., and (vi) Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004, Attn: Robinson B. Lacy, Esq. and Hydee R. Feldstein, Esq., attorneys for the Debtors' postpetition lenders, so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on November 13, 2008; and it is further

ORDERED that if prior to the hearing date either no objections to the Application have been timely filed by either the Debtors or the United States Trustee, or all timely filed objections have been withdrawn, then an order granting the relief requested on a permanent basis may be entered without further hearing; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this interim order.

Dated: New York, New York  
November 5, 2008

s/ James M. Peck  
HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE



## **EXHIBIT**

**“C”**

### **Monthly Billing and Collection Summary**

**EXHIBIT C**  
**LEHMAN BROTHERS HOLDING, INC., CASE NO. 08 - 13555**  
**SUMMARY OF FEES & EXPENSES BY MONTH**  
**FOR THE FIRST INTERIM PERIOD SEPTEMBER 17, 2008 TO JANUARY 31, 2009**

	September 17, 2008 - October 31, 2008	November 1, 2008 - November 30, 2008	December 1, 2008 - December 31, 2008	January 1, 2009 - January 31, 2009	Total First Interim Period
Total Fees Requested	\$ 1,740,863.86	\$ 1,146,532.47	\$ 992,369.15	\$ 1,381,950.13	\$ 5,261,715.61
Total Expenses Requested	22,663.93	31,033.25	41,631.35	53,187.28	148,515.81
Total Fees and Expenses Requested	\$ 1,763,527.79	\$ 1,177,565.72	\$ 1,034,000.50	\$ 1,435,137.41	\$ 5,410,231.42
Total Fees Awarded	1,731,222.76	1,136,891.37	980,344.86	1,369,925.84	5,218,384.83
Total Expenses Awarded	22,663.93	31,033.25	41,631.35	53,187.28	148,515.81
Total Fees and Expenses Awarded	\$ 1,753,886.69	\$ 1,167,924.62	\$ 1,021,976.21	\$ 1,423,113.12	\$ 5,366,900.64

**EXHIBIT C**  
**LEHMAN BROTHERS HOLDING, INC., CASE NO. 08 - 13555**  
**SUMMARY OF FEES & EXPENSES BY MONTH**  
**FOR THE SECOND INTERIM PERIOD FEBRUARY 1, 2009 TO MAY 31, 2009**

	February 1, 2009 - February 28, 2009	March 1, 2009 - March 31, 2009	April 1, 2009 - April 30, 2009	May 1, 2009 - May 31, 2009	Total
<b>FEES</b>					
Incurred	\$ 1,561,633.72	\$ 1,793,516.15	\$ 1,768,470.02	\$ 1,664,594.95	\$ 6,788,214.84
Travel Reduction (50%)	(17,115.00)	(27,450.00)	(23,457.50)	(30,180.75)	(98,203.25)
Billed	\$ 1,544,518.72	\$ 1,766,066.15	\$ 1,745,012.52	\$ 1,634,414.20	\$ 6,690,011.59
Paid	(1,390,066.85)	(1,589,459.54)	(1,570,511.27)	(1,470,972.78)	(6,021,010.44)
Unpaid	\$ 154,451.87	\$ 176,606.62	\$ 174,501.25	\$ 163,441.42	\$ 669,001.16
<b>EXPENSES</b>					
Incurred & Billed	\$ 47,480.69	\$ 61,836.79	\$ 54,601.10	\$ 67,963.10	\$ 231,881.68
Paid	(47,480.69)	(61,836.79)	(54,601.10)	(67,963.10)	(231,881.68)
Unpaid	\$ -	\$ -	\$ -	\$ -	\$ -
<b>TOTAL</b>					
Incurred	\$ 1,609,114.41	\$ 1,855,352.94	\$ 1,823,071.12	\$ 1,732,558.05	\$ 7,020,096.52
Total Travel Reduction	(17,115.00)	(27,450.00)	(23,457.50)	(30,180.75)	(98,203.25)
Billed	\$ 1,591,999.41	\$ 1,827,902.94	\$ 1,799,613.62	\$ 1,702,377.30	\$ 6,921,893.27
Paid	(1,437,547.54)	(1,651,296.33)	(1,625,112.37)	(1,538,935.88)	(6,252,892.12)
Unpaid	\$ 154,451.87	\$ 176,606.62	\$ 174,501.25	\$ 163,441.42	\$ 669,001.16

**EXHIBIT C**  
**LEHMAN BROTHERS HOLDING, INC., CASE NO. 08 - 13555**  
**SUMMARY OF FEES & EXPENSES BY MONTH**  
**FOR THE THIRD INTERIM PERIOD JUNE 1, 2009 TO SEPTEMBER 30, 2009**

	June 1, 2009 - June 30, 2009	July 1, 2009 - July 31, 2009	August 1, 2009 - August 31, 2009	September 1, 2009 - September 30, 2009	Total
<b>FEES</b>					
Incurred	\$ 1,986,310.20	\$ 1,772,072.55	\$ 1,911,760.39	\$ 2,091,869.51	\$ 7,762,012.65
Travel Reduction (50%)	(19,706.00)	(18,813.25)	(24,673.75)	(14,750.25)	(77,943.25)
Billed	\$ 1,966,604.20	\$ 1,753,259.30	\$ 1,887,086.64	\$ 2,077,119.26	\$ 7,684,069.40
Paid	(1,573,283.36)	(1,402,607.44)	(1,509,669.31)	(1,661,695.41)	(6,147,255.52)
Unpaid	\$ 393,320.84	\$ 350,651.86	\$ 377,417.33	\$ 415,423.85	\$ 1,536,813.88
<b>EXPENSES</b>					
Incurred & Billed	\$ 50,731.45	\$ 56,265.10	\$ 57,506.69	\$ 46,915.36	\$ 211,418.60
Paid	(50,731.45)	(56,265.10)	(57,506.69)	(46,915.36)	(211,418.60)
Unpaid	\$ -	\$ -	\$ -	\$ -	\$ -
<b>TOTAL</b>					
Incurred	\$ 2,037,041.65	\$ 1,828,337.65	\$ 1,969,267.08	\$ 2,138,784.87	\$ 7,973,431.25
Total Travel Reduction	(19,706.00)	(18,813.25)	(24,673.75)	(14,750.25)	(77,943.25)
Billed	\$ 2,017,335.65	\$ 1,809,524.40	\$ 1,944,593.33	\$ 2,124,034.62	\$ 7,895,488.00
Paid	(1,624,014.81)	(1,458,872.54)	(1,567,176.00)	(1,708,610.77)	(6,358,674.12)
Unpaid	\$ 393,320.84	\$ 350,651.86	\$ 377,417.33	\$ 415,423.85	\$ 1,536,813.88
Correction of billing rate error <sup>(1)</sup>	-	-	-	(1,039.09)	(1,039.09)
Total Unpaid	\$ 393,320.84	\$ 350,651.86	\$ 377,417.33	\$ 414,384.76	\$ 1,535,774.79

(1) There has been a correction to an incorrect GBP billing rate in the September 2009 fee statement resulting in a credit of \$1,039.09 (see Exhibit D).

## **EXHIBIT**

**“D”**

**Summary of Time and Fees by Professional**

**EXHIBIT D**  
**LEHMAN BROTHERS HOLDINGS, INC., CASE NO. 08-13555**  
**SUMMARY OF FEES BY PROFESSIONAL**  
**FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Alvarez, Javier	Director	\$490.00	41.0	\$20,090.00
Baker, Eliana	Intern	\$75.00	3.5	\$262.50
Bartko, Edward	Senior Managing Director	\$825.00	0.5	\$412.50
Baumkirchner, Michael	Director	\$550.00	563.5	\$309,925.00
Beloreshki, Tsvetan	Managing Director	\$565.00	41.5	\$23,447.50
Belov, Mikhail	Director	\$450.00	29.0	\$13,050.00
Blanton, Jeffrey	Consultant	\$225.00	127.4	\$28,665.00
Bouchma, Miriam	Director	\$410.00	75.0	\$30,750.00
Brodwin, Jahn	Senior Managing Director	\$490.00	41.0	\$20,090.00
Burkhardt, Rachel	Director	\$450.00	93.9	\$42,255.00
Chan, Stanley	Director	\$410.00	235.9	\$96,719.00
Chang, Richard	Consultant	\$275.00	2.1	\$577.50
Cheng, Laura	Senior Consultant	\$405.00	644.3	\$260,941.50
Chin, Clara	Director	\$490.00	94.7	\$46,403.00
Costanzo, Thomas	Consultant	\$255.00	317.9	\$81,064.50
Darefsky, Robert J.	Senior Managing Director	\$825.00	251.7	\$207,652.50
Dean, Christopher	Director	\$615.00	593.3	\$364,879.50
(1) Denyer, Emma	Consultant	\$634.28	3.8	\$2,410.28
Dewar, Mark	Senior Managing Director	\$913.33	23.3	\$21,280.52
Djordjevic, Nikola	Senior Consultant	\$305.00	583.3	\$177,906.50
Donoghue, Patrick	Senior Managing Director	\$825.00	7.1	\$5,857.50
Eisenband, Michael	Senior Managing Director	\$825.00	278.7	\$229,927.50

**EXHIBIT D**  
**LEHMAN BROTHERS HOLDINGS, INC., CASE NO. 08-13555**  
**SUMMARY OF FEES BY PROFESSIONAL**  
**FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Farber, Arnold	Senior Consultant	\$420.00	75.0	\$31,500.00
Finan, Ciara	Intern	\$125.00	43.4	\$5,425.00
Foo, Sandy	Senior Consultant	\$420.00	144.3	\$60,606.00
French, Jennifer	Director	\$615.00	321.1	\$197,476.50
Friedland, Deborah	Managing Director	\$420.00	139.1	\$58,422.00
Friedland, Scott	Senior Managing Director	\$630.00	167.7	\$105,651.00
Friedmann, Peter	Senior Consultant	\$370.00	374.5	\$138,565.00
Ghi, Katherine	Consultant	\$335.00	711.5	\$238,352.50
Green, Jordan	Associate	\$220.00	339.9	\$74,778.00
Greenberg, Mark	Managing Director	\$635.00	134.2	\$85,217.00
Hain, Danielle	Managing Director	\$685.00	246.5	\$168,852.50
Hewitt, Kevin	Senior Managing Director	\$949.62	5.0	\$4,748.09
Hofstad, Ivo	Director	\$450.00	1.0	\$450.00
Jelen, Michael	Senior Consultant	\$320.00	395.8	\$126,656.00
Joffe, Steven	Senior Managing Director	\$825.00	13.2	\$10,890.00
Johnston, Cheryl	Paraprofessional	\$210.00	263.1	\$55,251.00
Kim, Jac	Consultant	\$280.00	382.0	\$106,960.00
Kim, Annette	Senior Consultant	\$305.00	16.1	\$4,910.50
Korsman, Lynn	Senior Consultant	\$455.00	631.7	\$287,423.50
Kream, Benjamin	Consultant	\$350.00	161.2	\$56,420.00
Lau, King	Director	\$450.00	1.3	\$585.00
Lazzara, Frank	Managing Director	\$515.00	12.0	\$6,180.00

**EXHIBIT D**  
**LEHMAN BROTHERS HOLDINGS, INC., CASE NO. 08-13555**  
**SUMMARY OF FEES BY PROFESSIONAL**  
**FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Lennon, Chad	Consultant	\$255.00	447.8	\$114,189.00
Leo, Brian	Consultant	\$235.00	2.0	\$470.00
Luchsinger, John	Senior Consultant	\$310.00	576.9	\$178,839.00
Lyman, Scott	Senior Consultant	\$480.00	571.1	\$274,128.00
Manalo, Caroline	Director	\$615.00	0.8	\$492.00
Manning, Edward	Consultant	\$449.95	4.0	\$1,799.80
Miller, Christopher	Consultant	\$235.00	719.9	\$169,176.50
Moore, Meghan	Consultant	\$275.00	610.3	\$167,832.50
Morris, Justin	Associate	\$250.00	5.9	\$1,475.00
Narang, Karan	Associate	\$250.00	37.5	\$9,375.00
Nelms, Christopher	Director	\$615.00	701.8	\$431,607.00
Peck, Amanda	Consultant	\$499.42	29.5	\$14,732.84
Pelino, Nicholas	Consultant	\$235.00	493.4	\$115,949.00
Reagan, Mark	Consultant	\$255.00	432.8	\$110,364.00
<sup>(2)</sup> Rickelton, Lisa	Director	\$707.02	27.5	\$19,443.12
Rizvi, Tabish	Manager	\$330.00	307.4	\$101,442.00
Rodriguez, Yolanda	Paraprofessional	\$175.00	3.2	\$560.00
Ruta, Dustin	Consultant	\$395.00	250.9	\$99,105.50
Santanasto, John	Consultant	\$255.00	6.0	\$1,530.00
Schwartz, Matthew	Intern	\$75.00	8.3	\$622.50
Schwarz, David	Intern	\$175.00	54.5	\$9,537.50
Siris, John	Managing Director	\$685.00	499.4	\$342,089.00



**EXHIBIT D**  
**LEHMAN BROTHERS HOLDINGS, INC., CASE NO. 08-13555**  
**SUMMARY OF FEES BY PROFESSIONAL**  
**FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Smith, Derrick	Director	\$430.00	551.9	\$237,317.00
Star, Samuel	Senior Managing Director	\$825.00	137.6	\$113,520.00
Strong, Pamela	Consultant	\$235.00	669.9	\$157,426.50
Tully, Conor	Senior Managing Director	\$725.00	186.1	\$134,922.50
Turner, David	Managing Director	\$575.00	369.8	\$212,635.00
Tuteja, Gurpreet	Senior Consultant	\$350.00	561.1	\$196,385.00
Weinthal, Rachel	Director	\$410.00	745.2	\$305,532.00
Williams, Mark	Consultant	\$275.00	661.9	\$182,022.50
Witinok, Daniel	Director	\$395.00	618.0	\$244,110.00
Yang, Victor	Consultant	\$335.00	1.0	\$335.00
Yozzo, John	Managing Director	\$545.00	5.8	\$3,161.00
<b>Grand Total</b>			<b>18,931.2</b>	<b>\$7,762,012.65</b>
<b>Less: 50% Travel Reduction</b>				<b>(\$ 77,943.25)</b>
<b>Net Grand Total</b>				<b>\$7,684,069.40</b>

(1) Correction of an incorrect GBP bill rate in the September 2009 fee statement resulting in a credit of \$492.06.

(2) Correction of an incorrect GBP bill rate in the September 2009 fee statement resulting in a credit of \$547.03.

**“E”**  
**Summary of Time by Task Code**

**EXHIBIT E**  
**LEHMAN BROTHERS HOLDINGS, INC., CASE NO. 08-13555**  
**SUMMARY OF FEES BY TASK DESCRIPTION**  
***FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009***

<b>TASK NUMBER</b>	<b>TASK DESCRIPTION</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>
3	Assessment and Monetization of Remaining Assets	128.5	\$63,473.00
4	Review, Assessment and Valuation of Real Estate	1,486.7	\$552,379.51
5	Review, Assessment and Valuation of Other Assets	12.4	\$9,181.50
8	Forensic Accounting Projects	67.9	\$41,947.00
9	Intercompany Testing	572.8	\$291,845.50
10	Analyze Worldwide Corporate Structure, Debt Structure, and Balance Sheet	625.5	\$351,631.75
11	Analyze Foreign Administration and Insolvency Proceedings	146.6	\$99,545.36
12	Analysis/Monitoring of Cash Flow/Liquidity	403.5	\$209,739.25
13	Analyze Employee Compensation	97.7	\$58,783.50
14	Analysis of News/Press	40.1	\$21,948.22
16	Review and Development of Plan of Reorganization/Disclosure Statement	210.2	\$128,085.00
19	Operational Wind-down Other	728.2	\$451,197.00
20	IT System and Data Preservation	6,416.4	\$2,109,868.50
21	Claims Assessment, Analysis and Adjudication	51.2	\$29,677.50
22	Assess Proposed Resolution of Derivatives	6,402.9	\$2,635,636.50
23	Review and Assessment of Tax Issues	14.1	\$11,319.50
25	Analysis of Bankruptcy Filings and Court Documents	169.6	\$86,514.50
26	Planning, Supervision and Review	55.3	\$36,879.00
28	Preparation for Attendance at Court	3.5	\$2,887.50

**EXHIBIT E**  
**LEHMAN BROTHERS HOLDINGS, INC., CASE NO. 08-13555**  
**SUMMARY OF FEES BY TASK DESCRIPTION**  
**FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

<b>TASK NUMBER</b>	<b>TASK DESCRIPTION</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>
31	Preparation and Participation in Conference Calls with Debtor	36.6	\$26,195.00
32	Preparation and Participation in Conference Calls with Creditors Committee	307.6	\$213,301.31
34	Meetings with Other Parties	84.8	\$55,290.25
35	Firm Retention and Relationships Check	6.8	\$4,760.00
36	Preparation of Fee and Expense Application	369.7	\$114,040.00
37	Non-Working Travel Time	492.5	\$155,886.50
<b>Grand Total</b>		<b>18,931.2</b>	<b>\$7,762,012.65</b>
<i>Less: 50% Travel Reduction</i>			<i>(\$ 77,943.25)</i>
<b>Net Grand Total</b>			<b>\$7,684,069.40</b>

## **EXHIBIT**

**“F”**

**Expenses by Category**

**EXHIBIT F**  
**LEHMAN BROTHERS HOLDING, INC. CASE NO. 08-13555**  
**SUMMARY OF EXPENSES BY CATEGORY**  
**FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

<i>Expense Category</i>	<i>Total Expenses</i>
Airfare	\$15,548.40
Lodging	\$139,923.83
Meals	\$21,489.59
Transportation	\$32,716.33
Other	\$1,740.45
	<i>Total</i> \$211,418.60

## **EXHIBIT**

### **“G” Time Detail<sup>1</sup>**

<sup>1</sup> Due to the volume of the time records and the detailed expense descriptions at issue, these materials are not being filed with the Court, but copies thereof have been delivered to (i) the Court; (ii) the United States Trustee; (iii) counsel for the Debtors; (iv) the Debtors; (v) counsel for the Committee; and (vi) the Fee Committee.

## **EXHIBIT**

### **“H”**

#### **Expense Detail<sup>1</sup>**

<sup>1</sup> Due to the volume of the time records and the detailed expense descriptions at issue, these materials are not being filed with the Court, but copies thereof have been delivered to (i) the Court; (ii) the United States Trustee; (iii) counsel for the Debtors; (iv) the Debtors; (v) counsel for the Committee; and (vi) the Fee Committee.